

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 13D

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities

Filing Date: **1996-12-30**  
SEC Accession No. **0000950146-96-002385**

([HTML Version](#) on [secdatabase.com](#))

### SUBJECT COMPANY

#### **PETES BREWING CO**

CIK: **856873** | IRS No.: **770110743** | State of Incorpor.: **CA** | Fiscal Year End: **1231**  
Type: **SC 13D** | Act: **34** | File No.: **005-47715** | Film No.: **96688360**  
SIC: **2082** Malt beverages

Mailing Address  
*514 HIGH STREET  
PALO ALTO CA 94301*

Business Address  
*514 HIGH ST  
PALO ALTO CA 94303  
4153287383*

### FILED BY

#### **DDJ CAPITAL MANAGEMENT LLC**

CIK: **1010422** | IRS No.: **043300754** | State of Incorpor.: **MA** | Fiscal Year End: **1231**  
Type: **SC 13D**

Mailing Address  
*141 LINDEN STREET  
SUITE 4  
WELLESLEY MA 02181*

Business Address  
*141 LINDEN STREET  
SUITE 4  
WELLESLEY MA 02181  
617-283-8500*

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D  
(Rule 13d-101)

Under the Securities Exchange Act of 1934  
(Amendment No. \_\_\_) (1)

Pete's Brewing Company

-----  
(Name of issuer)

Common Stock, No Par Value

-----  
(Title of class of securities)

716378104

-----  
(CUSIP number)

Judy K. Mencher  
DDJ Capital Management, LLC  
141 Linden Street, Suite 4  
Wellesley, MA 02181  
617-283-8500

-----  
(Name, address and telephone number of person authorized to receive  
notices and communications)

December 20, 1996

-----  
(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box [ ].

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 16 Pages)

(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 716378104	Page 2 of 16 Pages
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1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  DDJ Capital Management, LLC 04-3300754
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input checked="" type="checkbox"/> SEE ITEM #5 (b) <input type="checkbox"/>
3	SEC USE ONLY
4	SOURCE OF FUNDS* WC
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION  COMMONWEALTH OF MASSACHUSETTS

NUMBER OF	7	SOLE VOTING POWER
SHARES		610,670
BENEFICIALLY		
OWNED BY EACH	8	SHARED VOTING POWER
REPORTING		
PERSON	9	SOLE DISPOSITIVE POWER
WITH		610,670
	10	SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
610,670

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
5.70%

14 TYPE OF REPORTING PERSON \*  
00

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 716378104

Page 3 of 16 Pages

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

DDJ Overseas Corp.  
98-0151108

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  [X]  
SEE ITEM #5 (b)  [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) or 2(e)  [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
CAYMAN ISLANDS

NUMBER OF	7	SOLE VOTING POWER
SHARES		401,970
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY EACH		
REPORTING	9	SOLE DISPOSITIVE POWER
PERSON		401,970
WITH	10	SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
401,970

12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES\* | [ ]

13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
3.75%

14 | TYPE OF REPORTING PERSON \*  
CO

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

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CUSIP No. 716378104  
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Page 4 of 16 Pages  
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1 | NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
The Galileo Fund, L.P.  
04-3258283

2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [X]  
SEE ITEM #5 (b) [ ]

3 | SEC USE ONLY

4 | SOURCE OF FUNDS\*  
WC

5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2 (d) or 2 (e) | [ ]

6 | CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF	7	SOLE VOTING POWER
SHARES		68,850
BENEFICIALLY		
OWNED BY EACH	8	SHARED VOTING POWER
REPORTING		
PERSON	9	SOLE DISPOSITIVE POWER
WITH		68,850
	10	SHARED DISPOSITIVE POWER

11      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
68,850

12      CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES\*      [ ]

13      PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
.64%

14      TYPE OF REPORTING PERSON \*  
PN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 716378104

Page 5 of 16 Pages

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

DDJ Galileo, LLC  
04-3304422

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  [X]  
SEE ITEM #5 (b)  [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) or 2(e)  [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
COMMONWEALTH OF MASSACHUSETTS

NUMBER OF	7	SOLE VOTING POWER
SHARES		470,820
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY EACH		
REPORTING	9	SOLE DISPOSITIVE POWER
PERSON		470,820
WITH	10	SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON



470,820

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES\* [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
4.40%

14 TYPE OF REPORTING PERSON \*  
00

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 716378104

Page 6 of 16 Pages

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
DDJ Galileo Management, LLC  
04-3304416

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [X]  
SEE ITEM #5 (b) [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

COMMONWEALTH OF MASSACHUSETTS

NUMBER OF 7 SOLE VOTING POWER

SHARES 470,820

BENEFICIALLY

OWNED BY EACH 8 SHARED VOTING POWER

REPORTING

PERSON 9 SOLE DISPOSITIVE POWER

WITH 470,820

10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

470,820

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES\* [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.40%

14 TYPE OF REPORTING PERSON \*

00

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 716378104

Page 7 of 16 Pages

1 | NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
The Copernicus Fund, L.P.  
04-3193825

2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
SEE ITEM #5 (b)

3 | SEC USE ONLY

4 | SOURCE OF FUNDS\*  
WC

5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) or 2(e)

6 | CITIZENSHIP OR PLACE OF ORGANIZATION  
  
COMMONWEALTH OF MASSACHUSETTS

NUMBER OF	7	SOLE VOTING POWER
SHARES		125,850
BENEFICIALLY		
OWNED BY EACH	8	SHARED VOTING POWER
REPORTING		
PERSON	9	SOLE DISPOSITIVE POWER
WITH		125,850
	10	SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
125,850

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES\* [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.18%

14 TYPE OF REPORTING PERSON \*  
PN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

-----  
CUSIP No. 716378104  
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Page 8 of 16 Pages  
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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
DDJ Copernicus, LLC  
04-3304417

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [X]  
SEE ITEM #5 (b) [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
COMMONWEALTH OF MASSACHUSETTS

NUMBER OF	7	SOLE VOTING POWER
SHARES		125,850
BENEFICIALLY		
OWNED BY EACH	8	SHARED VOTING POWER
REPORTING		
PERSON	9	SOLE DISPOSITIVE POWER
WITH		125,850
	10	SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
125,850

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES\* [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.18%

14 TYPE OF REPORTING PERSON \*  
00

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 716378104

Page 9 of 16 Pages

1 NAME OF REPORTING PERSON  
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
 DDJ Copernicus Management, LLC  
 04-3304419

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  [X]  
 SEE ITEM #5 (b)  [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
 WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
 PURSUANT TO ITEM 2(d) or 2(e)  [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
 COMMONWEALTH OF MASSACHUSETTS

NUMBER OF	7	SOLE VOTING POWER
SHARES		125,850
BENEFICIALLY		
OWNED BY EACH	8	SHARED VOTING POWER
REPORTING		
PERSON	9	SOLE DISPOSITIVE POWER
		125,850
WITH		

11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

125,850

12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES\* [ ]

13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.18%

14 | TYPE OF REPORTING PERSON \*

00

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

-----  
CUSIP No. 716378104  
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Page 10 of 16 Pages  
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1 | NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Kepler Overseas Corp.

2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [X]  
SEE ITEM #5 (b) [ ]

3 | SEC USE ONLY

4 | SOURCE OF FUNDS\*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

NUMBER OF	7	SOLE VOTING POWER
SHARES		14,000
BENEFICIALLY		
OWNED BY EACH	8	SHARED VOTING POWER
REPORTING		
PERSON	9	SOLE DISPOSITIVE POWER
WITH		14,000
	10	SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
14,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES\* [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
.13%

14 TYPE OF REPORTING PERSON \*  
CO



SCHEDULE 13D

CUSIP No. 716378104  
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Page 11 of 16 Pages  
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Item 1. Security and Issuer.  
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This statement relates to shares of the Common Stock, no par value per share (the "Shares") of Pete's Brewing Company (the "Company"). The principal executive offices of the Company are located at 514 High Street, Palo Alto, CA 94301.

Item 2. Identity and Background.  
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This statement is being filed jointly by DDJ Capital Management, LLC ("DDJ"), a Massachusetts limited liability company, DDJ Overseas Corp., a Cayman Islands corporation, DDJ Galileo, LLC, a Massachusetts limited liability company, DDJ Galileo Management, LLC, a Massachusetts limited liability company, The Galileo Fund, L.P., a Delaware limited partnership, Kepler Overseas Corp., a Cayman Islands corporation, The Copernicus Fund, L.P., a Massachusetts limited partnership, DDJ Copernicus, LLC, a Massachusetts limited liability company, and DDJ Copernicus Management, LLC, a Massachusetts limited liability company. Each of the aforementioned entities shall be collectively referred to as the "DDJ Affiliates." DDJ Copernicus, LLC is the general partner of, and DDJ Copernicus Management, LLC is the investment manager for, the Copernicus Fund, L.P.; DDJ Galileo, LLC owns all of the voting securities of, and DDJ Galileo Management, LLC is the investment manager for, DDJ Overseas.; DDJ Galileo, LLC is the general partner of, and DDJ Galileo Management, LLC is the investment manager for, The Galileo Fund, L.P.; DDJ provides administrative services to the DDJ Affiliates and is the investment manager for Kepler Overseas Corp.

The Shares described herein are owned by either The Copernicus Fund, L.P., The Galileo Fund, L.P., Kepler Overseas Corp., or DDJ Overseas Corp. (jointly, the "Funds"). The principal office at each of DDJ and the DDJ Affiliates, with the exception of DDJ Overseas Corp. and Kepler Overseas Corp., are located at 141 Linden Street, Suite 4, Wellesley, Massachusetts 02181. The principal office of DDJ Overseas Corp. and Kepler Overseas Corp. is: c/o Goldman Sachs (Cayman), Harbor Center, 2nd Floor, George Town, Post Office Box 896, Grand Cayman Islands.

The name, residence or business address, principal occupation or employment and citizenship of each of the executive officers and members of DDJ and each of the DDJ Affiliates are set forth on Schedule A hereto.

Within the past five years, none of the persons named in this Item 2 or

listed on Schedule A has been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to any civil proceeding and as a result thereof was or is subject to any judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to federal or state securities laws or finding any violations with respect to such laws.

The Shares to which this statement relates are owned directly by one or both of the Funds.

Item 3. Source and Amount of Funds or Other Consideration.  
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The Funds which own or owned Shares purchased in the aggregate 610,670 Shares for cash in the amount of approximately \$4,549,918.87 including brokerage commissions. All of the 125,850 Shares of common stock now owned by The Copernicus Fund, L.P. were purchased for cash or on margin pursuant to a typical customer margin agreement with Goldman Sachs & Co.; and all of the 401,970 Shares now owned by DDJ Overseas Corp. were purchased for cash or on margin pursuant to a typical customer margin agreement with Goldman Sachs & Co.; all of the 68,850 Shares now owned by The Galileo

SCHEDULE 13D

CUSIP No. 716378104  
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Page 12 of 16 Pages  
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Fund, L.P. were purchased for cash, and all of the \_\_\_\_\_ Shares now owned by Kepler Overseas Corp. were purchased for cash or on margin pursuant to a typical customer margin agreement with Goldman Sachs & Co.

Item 4. Purpose of Transaction.  
-----

The Shares were purchased in order to acquire an equity interest in the Company in pursuit of specified investment objectives established by the investors in the Funds. The DDJ Affiliates may continue to have the Funds purchase Shares subject to a number of factors, including, among others, the availability of Shares for sale at what they consider to be reasonable prices and other investment opportunities that may be available to the Funds.

The DDJ Affiliates intend to review continuously the equity position of the Funds in the Company. Depending upon future evaluations of the business prospects of the Company and upon other developments, including, but not limited to, general economic and business conditions and money market and stock market conditions, the DDJ Affiliates may determine to cease making additional purchases of Shares or to increase or decrease the equity interest in the

Company by acquiring additional Shares, or by disposing of all or a portion of the Shares.

None of the DDJ Affiliates has any present plan or proposal which relates to or would result in (i) an extraordinary corporate transaction, such as a merger, reorganization, liquidation, or sale or transfer of a material amount of assets of or involving the Company or any of its subsidiaries, (ii) any change in the Company's present board of directors or management, (iii) any material changes in the Company's business or corporate structure, (iv) any change in the Company's charter or bylaws, (v) the Company's Shares becoming eligible for termination of their registration pursuant to Section 12(g)(4) of the 1934 Act, or (iv) any similar action.

Item 5. Interest in Securities of Issuer.

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(a) DDJ Overseas Corp. owns, and DDJ Galileo, LLC and DDJ Galileo Management LLC beneficially own as majority shareholder and investment manager, respectively, of DDJ Overseas Corp., 401,970 Shares, or approximately 3.75% of the outstanding Shares of the Company. The Copernicus Fund, L.P. owns, and DDJ Copernicus, LLC and DDJ Copernicus Management, LLC beneficially own, as general partner and investment manager, respectively, of The Copernicus Fund, L.P., 125,850 Shares, or approximately 1.18% of the outstanding Shares of the Company. The Galileo Fund, L.P. owns, and DDJ Galileo, LLC and DDJ Galileo Management, LLC beneficially own as the general partner and investment manager, respectively, of The Galileo Fund, L.P., 68,850 Shares or approximately .64% of the Company. Kepler Overseas Corp. owns, and DDJ Capital Management, LLC, as investment manager for Kepler Overseas Corp. beneficially owns, 14,000 Shares or approximately .13% of the Company. DDJ, as administrator to the other DDJ Affiliates and investment manager to Kepler Overseas Corp. may be deemed to beneficially own 610,670 Shares, or approximately 5.70% of the outstanding Shares of the Company. DDJ disclaims any such beneficial ownership beyond the 14,000 Shares of the Company. Neither DDJ nor any of the DDJ Affiliates and, to the best of knowledge of DDJ and the DDJ Affiliates, none of the persons named in Schedule A, beneficially own any other Shares.

(b) Each of the aforementioned entities has sole power to vote and to dispose of the Shares so indicated.

SCHEDULE 13D

CUSIP No. 716378104

Page 13 of 16 Pages

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(c) During the period from October 21, 1996, to the date hereof, the funds have purchased \_\_\_\_\_ Shares. Except as set forth on the attached Schedule B, none of the DDJ Affiliates, and, to the best knowledge of the DDJ

Affiliates, none of the persons named in Schedule A hereto have effected any transaction in the Shares during the past sixty days.

Item 6. Contracts, Arrangements, Understandings or Relationships  
With Respect to Securities of the Issuer.

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None of the DDJ Affiliates and, to the best knowledge of the DDJ Affiliates, none of the persons named in Schedule A hereto have any contract, arrangement, understanding or relationship with any person with respect to any securities of the Company, including respecting voting or transfer of Company securities or joint venture, finder's fee or the like.

Item 7. Material to be Filed as Exhibits.

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Not Applicable

SCHEDULE 13D

CUSIP No. 716378104

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Page 14 of 16 Pages

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Signature:

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DDJ CAPITAL MANAGEMENT, LLC

By:

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Judy K. Mencher  
Member

Date:

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SCHEDULE 13D

CUSIP No. 716378104

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Page 15 of 16 Pages

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SCHEDULE A

The name and present principal occupation or employment of each executive officer and member of DDJ Capital Management, LLC and each of the DDJ Affiliates are set forth below. The business address of each person is 141 Linden Street, Suite 4, Wellesley, MA 02181 and the address of the corporation or organization in which such employment is conducted is the same as each person's business address, except that the principal address of DDJ Overseas Corp. and Kepler Overseas Corp. is set forth in Item 2. All of the persons listed below are U.S. citizens.

NAME	PRINCIPAL OCCUPATION OR EMPLOYMENT
Daniel G. Harmetz	Principal of DDJ Capital Management, LLC, DDJ Galileo, LLC, DDJ Galileo Management, LLC, DDJ Copernicus, LLC and DDJ Copernicus Management, LLC.
David J. Breazzano	Principal of DDJ Capital Management, LLC, DDJ Galileo, LLC, DDJ Galileo Management, LLC, DDJ Copernicus, LLC and DDJ Copernicus Management, LLC.
Judy K. Mencher	Principal of DDJ Capital Management, LLC, DDJ Galileo, LLC, DDJ Galileo Management, LLC, DDJ Copernicus, LLC, and DDJ Copernicus Management, LLC, Overseas Corp. and Vice President of DDJ Overseas Corp.

SCHEDULE 13D

CUSIP No. 716378104  
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Page 16 of 16 Pages  
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SCHEDULE B

Mountain Province Mining, Inc.  
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Set forth below is an itemization of all purchases and sales of Shares since October 21, 1996. The transactions were made for cash in open market transactions.

DATE	TYPE-PURCHASE OR SALE	SHARES	AGGREGATE PRICE
-----			
10/23/96	Purchase	5,000	\$37,025.00
10/24/96	Purchase	10,100	\$77,715.46
10/25/96	Purchase	5,000	\$37,962.51
10/28/96	Purchase	6,100	\$43,583.28
10/29/96	Purchase	5,000	\$35,462.51

10/30/96	Purchase	11,500	\$78,694.90
10/31/96	Purchase	7,000	\$50,375.00
11/1/96	Purchase	2,500	\$18,125.00
11/8/96	Purchase	12,800	\$85,797.12
11/11/96	Purchase	2,000	\$13,750.00
11/18/96	Purchase	4,700	\$31,400.00
11/19/96	Purchase	6,000	\$36,930.00
11/20/96	Purchase	8,800	\$55,888.80
11/21/96	Purchase	2,400	\$15,072.00
11/22/96	Purchase	15,000	\$92,637.00
11/25/96	Purchase	7,000	\$44,158.00
11/27/96	Purchase	49,185	\$32,025.00
11/29/96	Purchase	15,000	\$97,012.51
12/2/96	Purchase	1,400	\$8,879.50
12/3/96	Purchase	6,150	\$40,254.75
12/4/96	Purchase	10,900	\$69,757.82
12/5/96	Purchase	7,400	\$48,172.00
12/6/96	Purchase	15,000	\$90,762.00
12/9/96	Purchase	1,000	\$6,675.00
12/11/96	Purchase	2,600	\$17,928.04
12/12/96	Purchase	2,500	\$16,637.50
12/13/96	Purchase	2,500	\$16,812.50
12/16/96	Purchase	7,500	\$55,475.25
12/17/96	Purchase	600	\$4,503.00
12/18/96	Purchase	500	\$3,515.00
12/19/96	Purchase	500	\$3,452.50
12/20/96	Purchase	2,600	\$18,234.32
12/23/96	Purchase	36,800	\$259,293.78
12/26/96	Purchase	13,650	\$98,402.55
12/27/96	Purchase	24,700	\$187,308.70